

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Case No. 09-10023 (REG)
 :
LYONDELL CHEMICAL : Chapter 11
COMPANY, et al., :
 : (Jointly Administered)
Debtors. :
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**STIPULATION AND ORDER BETWEEN THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, CITIBANK, N.A. AND MERRILL LYNCH
CAPITAL CORPORATION WITH REGARD TO THE MOTION, PURSUANT
TO RULE 2004 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE,
FOR ENTRY OF ORDER AUTHORIZING DISCOVERY RELATED TO THE
MERGER BETWEEN LYONDELL AND BASELL**

This Stipulation and Order is entered into by the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), Citibank, N.A. (“Citibank”),¹ as a lender and former administrative agent² under a certain senior secured credit facility dated December 20, 2007 (the “Senior Secured Credit Facility”) and Merrill Lynch Capital Corporation (“Merrill Lynch”),³ as a lender and administrative agent under a certain interim loan facility dated December 20, 2007 (the “Bridge Loan Facility”), by and through their respective undersigned counsel.

¹ Citibank is separately responding to the discovery requests served by the Committee in its capacity as a lender under the Bridge Loan Facility. Citibank reserves the right to object to discovery requests in any capacity.

² In or around December 2008, Citibank resigned as administrative agent under the Senior Secured Credit Facility. However, Citibank continues to carry out the ministerial functions of the agent (although it may cease doing so in its discretion) because no successor agent has been appointed.

³ Merrill Lynch is separately responding to the discovery requests served by the Committee in its capacity as a lender under the Senior Secured Credit Facility. Merrill Lynch reserves the right to object to discovery requests in any capacity.

WHEREAS, on March 9, 2009, the Committee filed a Motion, Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure, for Entry of Order Authorizing Discovery Related to the Merger Between Lyondell⁴ and Basell (the “Rule 2004 Motion”); and

WHEREAS, on March 12, 2009, counsel for Citibank and counsel for Merrill Lynch requested that a conference be held with the Committee to discuss the discovery requested in Schedule A of the Rule 2004 Motion; and

WHEREAS, the parties have conferred and have agreed upon parameters for the production of documents responsive to the Committee’s document requests as well as the following schedule, subject to the approval of the Court.

NOW, THEREFORE, the parties stipulate and agree as follows:

1. Citibank shall produce documents responsive to the Committee’s document requests related to the Senior Secured Credit Facility commencing immediately and on a rolling basis;

2. Merrill Lynch shall produce documents responsive to the Committee’s document requests related to the Bridge Loan Facility commencing immediately and on a rolling basis;

3. The Committee does not and will not seek any documents related to the Accounts Receivable Securitization Facility;

4. The Committee does not seek documents related to the Senior Secured Inventory-Based Credit Facility at this time. To the extent that the Committee wishes to seek documents related to the Senior Secured Inventory-Based Credit Facility, it shall

⁴ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Rule 2004 Motion.

provide a written request to Citibank and Merrill Lynch, both of whom reserve the right to object to any such requests;

5. Each of Citibank and Merrill Lynch shall make a representative available for depositions by the Committee on at least ten (10) days prior written notice made to counsel. To the extent, however, that any party requests depositions on less than ten (10) day's notice, the parties shall work cooperatively and in good-faith in an effort to accommodate any such requests;

6. The Committee is authorized to request such other and additional discovery, including, without limitation, document requests and deposition testimony, from Citibank and/or Merrill Lynch to the extent the Committee deems necessary, without further order of this Court. Citibank and Merrill Lynch reserve the right to object to any such additional requests;

7. This Stipulation is not binding as to any other recipient of the Committee's Rule 2004 Motion or any other party; and

8. The Bankruptcy Court shall have jurisdiction to enforce the terms of this Stipulation and adjudicate any disputes that arise under or in connection hereunder, or any matter related thereto.

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS**

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SO ORDERED this 24th day of March 2009

S/ Robert E. Gerber

United States Bankruptcy Judge